

Draft Decisions of the Ordinary General Meeting of the Shareholders of the company
“JUMBO S.A.” (hereinafter the “Company”) of 05.07.2023
according to article 123 par. 4 of Law 4548/2018

Item 1st: Submission and approval of the Annual Financial Report for the financial year from 01.01.2022 to 31.12.2022, which includes the annual separate and consolidated financial statements, the relevant Board of Directors’ statements and Statutory Auditors’ reports.

(Required quorum 1/5 of share capital and majority 50% + 1 votes represented)

The Board of Directors proposes the approval of the Annual separate and consolidated Financial Statements for the financial year from 01.01.2022 to 31.12.2022, as approved by the Board of Directors and published in accordance with the provisions and formalities of the applicable stock exchange legislation, accompanied by the Statutory Auditors’ Report and the management’s report.

The Annual Financial Report is published as a separate document on the Company's website: <https://corporate.e-jumbo.gr/en/investor-relations/financial-statements/group-parent/all-companies-125350/>

Following a vote taken in conformity with the law, the General Meeting approved the Annual Financial Report which includes the annual separate and consolidated financial statements for the financial year from 01.01.2022 to 31.12.2022, the relevant Board of Directors’ statements and Statutory Auditors’ reports, by a majority of ... represented shares and votes, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

Item 2nd: Presentation of the Report of Independent Non-Executive Members of the Board of Directors in accordance with article 9 par. 5 of Law 4706/2020.

(This item is not put to a vote)

The Chairman invited the independent non-executive member of the Board of Directors, Mrs/Mr., to present to the General Meeting of Shareholders the report of the independent non-executive members of the Board of Directors of the Company, according to with article 9 par. 5 of Law 4706/2020, operative and done.

The relevant report of the independent non-executive members of the Board of Directors to this Annual General Meeting of Shareholders was brought to the attention of the shareholders and is available on the Company's website with the other accompanying documents of the Annual General Meeting (<http://corporate.e-jumbo.gr/en/imerosi-ependyton/pliforories-ependyton/genikes-synelefsseis/>)

Item 3rd: Presentation of the report of the activities of the Audit Committee for the financial year from 01.01.2022 to 31.12.2022 to the shareholders of the Company by the Chairman of the Audit Committee.

(This item is not put to a vote)

It is proposed, as required by the applicable legislation, that the Chairman of the Company's Audit Committee inform the Company's shareholders about the content of the Audit Committee's report for the financial year from 01.01.2022 to 31.12.2022 within the context of the provided activities

The report on the activities of the Audit Committee is published as a separate document on the Company's website: <https://corporate.e-jumbo.gr/en/investor-relations/shareholder-information/general-meetings/>

Item 4th: Approval of the table of profit distribution from 01.01.2022 to 31.12.2022, which was prepared in accordance with IFRS, and distribution of a dividend

(Required quorum 1/5 of share capital and majority 50% + 1 votes represented)

It is proposed the approval of the following Table of Profit Distribution from 01.01.2022 to 31.12.2022, which was prepared according to IFRS:

PROFIT DISPOSAL IFRS 31/12/2022	31/12/2022
Net results (profit of the financial year)	160.493.717,86
Plus: Balance of results (profits) of previous financial years	26.062.591,69
Minus: Loss from stock valuation	0,00
Total	186.556.309,55
Minus: Taxes	
Minus 1. Income tax	35.656.789,81
Minus: Extraordinary Solidarity Contribution	0,00
Total Taxes	35.656.789,81
Deferred tax	138.179,79
Total Taxes	35.794.969,60
Earnings for distribution	150.761.339,95
The profit distribution is as follows:	
Regular reserve	0,00
First Dividend	43.811.242,40
Extraordinary reserve	81.000.000,00
Balance of retained earnings	25.950.097,55

The Board of Directors of the Company proposes to the Ordinary General Meeting of Shareholders the distribution of a dividend from the profits of the fiscal year 2022 of a gross amount of EUR 43.811.242,40 on a total of 136.059.759 shares of the company, i.e. of a gross amount of 0,3220 EUR/ share. The current dividend tax (currently 5%) shall be deducted from this dividend, where required, and a net amount (after deduction) of 0,30590 EUR/Share will be paid on a case-by-case basis.

For the implementation of this decision, it is proposed to define the following dates, which will be published in the updated financial calendar 2023 of the Company, namely: a) Cut-off date of the dividend distribution on 23.08.2023, a date after 18.08.2023, which is the date expiration of Futures contracts on the FTSE/ATHEX Large Cap Index. b) Beneficiaries of the dividend (record date) on 24.08.2023 and c) Payment commencement day of the dividend on 29.08.2023. The distribution of the dividend for the financial year 2022 should be carried out in accordance with the applicable legislation through the paying bank "Eurobank S.A.", with which a relevant contract should be signed, with the usual terms and agreements of corresponding relevant dividend distribution contracts, the which will be signed by the Managing Director of the Company, Konstantina Demiri of Stavros.

Following a vote taken in conformity with the law, the General Meeting approved the table of profit distribution from 01.01.2022 to 31.12.2022 which was prepared according to IFRS, and the dividend distribution, by a majority of ...

represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

Item 5th: Approval of the overall Board of Directors' management of the Company for the financial year from 01.01.2022 to 31.12.2022 in accordance with article 108 of Law 4548/2018 and discharge of the Statutory Auditors for the financial year from 01.01.2022 to 31.12.2022 in accordance with article 117 par.1 (c), of Law 4548/2018.

(Required quorum 1/5 of share capital and majority 50% + 1 votes represented)

The Board of Directors proposes to the Ordinary General Meeting of Shareholders, the following:

a. After taking into account and evaluating the work of the Board of Directors as a whole, as well as independently and separately for each of its members, during the financial year 2022, in combination with the achieved financial results and the general course of the Company, the prospects and the evolution of its investment plan, to approve, in accordance with the article 108 of Law 4548/2018, the overall management of the Company, which took place by the Board of Directors of it, by each Board of Directors' member individually, in his respective capacity, but also by all its members collectively for the activities of the financial year that ended on 31.12.2022, and

b. To approve, according to the article 117 par. 1 case (c) of Law 4548/2018, the discharge of the auditing firm "GRANT THORNTON STATUTORY AUDITORS - BUSINESS CONSULTANTS SA", based in P. Falero, with Register Number SOEL: 127, as well as its statutory auditors: a) Regular: Maria Dimitra Kotitsa, with Register Number SOEL: 34711 and b) Alternate: Pelagia Kaza, with Register Number SOEL: 62591, from any liability for damages for the fiscal year from 01.01.2022 to 31.12.2022.

Following a vote taken in conformity with the law, the General Meeting approved the overall management of the Company for the financial year from 01.01.2022 to 31.12.2022 and the discharge of the Statutory Auditors for financial year 01.01.2022 to 31.12.2022, by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

Item 6th: Approval of granting remuneration to the Members of the Company's Board of Directors from the profits of the financial year from 01.01.2022 to 31.12.2022 within the meaning of article 109 of Law 4548/2018.

(Required quorum 1/5 of share capital and majority 50% + 1 votes represented)

It is proposed to approve the granting of remuneration to the members of the Board of Directors of the Company from the profits made during the corporate year from 01.01.2022 to 31.12.2022, in accordance with the article 109 of Law 4548/2018 and in accordance with the articles 18 and 35 of Articles of Association. It is noted that the remuneration of members of the Board of Directors, resulting from the profits of a societ e anonyme, is a dividend, in accordance with the provisions of par. 1 of article 36 of Law 4172/2013. Tax and insurance contributions will be calculated in accordance with applicable law. The General Meeting was informed that the proposal for the following remunerations is upon recommendation of the Company's Remuneration and Nominations Committee, which has verified that the requirements of the duly published Remuneration Policy, as approved by the General Meeting of 15.06.2021, are met. It is proposed to approve the granting of remuneration on the profits of the total gross amount of EUR 995.933,94, which will be taken from the remaining net profit of the corporate year from 01.01.2022 to 31.12.2022. The total gross amount of remuneration (on which the proportional income tax is deducted, 1.2% stamp and insurance contributions) is proposed to be distributed to some members of the Board of Directors, as follows (gross): (a) To the Chairman of the Board of Directors Apostolos-Evangelos Vakakis amount of EUR 603.274,14 (b) to the Vice Chairman of the Board of Directors, an amount of EUR 95.500,00 (c) to the member of the Board of Directors and Mandated Consultant Polys Polycarpou the amount of EUR 163.660,00, (d) To the member of the Board of Directors Sofia Vakaki, the amount of EUR 27.455,00, in addition to her salary for on-going monitoring and further improvement and development of the online store of the Company. To each of its non-executive members Nikolaos Velissariou and Fotios Tzigos the amount of EUR 32.094,90, to the non-executive member Mrs. Evanthia Andrianou the amount of EUR 27.455,00, to the non-

executive member Marios Lasanianos an amount of EUR 7.200, to the non-executive member Savvas Kaouras an amount of EUR 7.200 for their participation in the meetings of the Board of Directors, as well as in committees of the Company. The above members are entitled to receive the resulting net amounts of their fees in one lump sum or in installments.

At this point, it is mentioned that it is not proposed the approval and payment of remuneration for two of its executive members, for the following reasons in each case: a) For the CEO of the Company, because she is employed by the Company by an indefinite-term employment contract, which is governed by the provisions of labor law (according to the remuneration policy). Her remuneration for the period 01.01.2022- 31.12.2022 from this contract amounts to a fixed salary of EUR 257.239,43, and relevant employer contributions in the amount of EUR 22.240,25, and b) For the executive member of the Board of Directors, Ms Sofia Vakaki, who is employed by the Company by an indefinite-term employment contract, which is governed by the provisions of labor law. The remuneration based on her employment contract for the period 01.01.2022-31.12.2022 amounts to a gross salary of EUR 105.437,43 and the relevant public insurance employer's contributions in the amount of EUR 20.538,22.

Following a vote taken in conformity with the law, the General Meeting approved payment of remuneration from profits from the financial year from 01.01.2022 to 31.12.2022 for certain members of the Board of Directors, by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

Item 7th: Submission and voting of the Remuneration Report for the financial year 01.01.2022-31.12.2022 by the Ordinary General Meeting of the Company's shareholders in accordance with article 112 of Law 4548/2018.

(Required quorum 1/5 of share capital and majority 50% + 1 votes represented)

It is proposed to approve the Remuneration Report of the year 2022, which has been prepared in accordance with the provisions of the article 112 of Law 4548/2018.

The text of the remuneration report for the year 2022 has been posted as a separate document on the Company's website: <https://corporate.e-jumbo.gr/en/investor-relations/shareholder-information/general-meetings/>
It is clarified that the vote of the shareholders on the Remuneration Report is of an advisory nature, according to the article 112 par. 3 of Law 4548/2018.

Following a vote taken in conformity with the law, the General Meeting approved the Remuneration Report for the financial year from 01.01.2022 to 31.12.2022, by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

Item 8th: Approval of the Company's revised Remuneration Policy, in accordance with articles 110 and 111 of Law 4548/2018, as applicable.

(Required quorum 1/5 of share capital and majority 50% + 1 votes represented)

The Board of Directors informs the Company's shareholders that in accordance with the provisions of articles 110 and 111 of Law 4548/2018, the revised Remuneration Policy is proposed to be approved by the General Assembly, which includes the criteria based on which the concept of significant remuneration or benefit is defined. The revised the Remuneration Policy is available on the Company's website through the link <https://corporate.e-jumbo.gr/en/investor-relations/shareholder-information/general-meetings/>.

Following a vote taken in conformity with the law, the General Meeting approved the revised Remuneration Policy, by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

Item 9th: Election of a new Board of Directors with a two-year mandate and appointment of independent members.

(Required quorum 1/5 of share capital and majority 50% + 1 votes represented)

Given that the term of office of the current Board of Directors ended on 15.06.2023, it is proposed to elect a new Board of Directors, with a two-year term, which will commence from the date of its election and will be automatically extended, based on the provision of par. b of article 10 of the Company's Articles of Association, until the convening of the first Ordinary General Meeting, which will take place after the end of its term, not exceeding three years.

In accordance with the relevant recommendation of the Company's Remuneration and Nominations Committee which has been established in accordance with articles 10, 11 and 12 of Law 4706/2020, it is proposed (a) the re-election of each of the ten existing members of the Board of Directors, (b) the expansion of the Board of Directors with the election of three (3) additional members and (c) the appointment of Evanthia Andrianou, Fotios Tzigos, Marios Lasanianos, Savvas Kaouras, Charalambos Pandis, Argyro Athanasiou and Efthimia Deli as independent members of the board of directors, as they meet the independence criteria of paragraphs 1 and 2 of article 9 of Law 4706/2020 as has been established by the Remuneration and Nominations Committee and confirmed by the Board of Directors to the General Assembly.

The composition of the Board of Directors has been assessed by the Remuneration and Nominations Committee, collectively, as well as its committees. The Board of Directors has the appropriate balance of knowledge, skills, experience, diversity and independence for the effective exercise of its duties, and that each of the proposed re-elected members as well as the new members of the Board of Directors make a significant contribution to the work of the Board of Directors and demonstrate commitment to their duty.

Following this and after the Company's Remuneration and Nominations Committee has examined and evaluated the proposed members of the Board of Directors individually, as well as the Board of Directors collectively, the Board of Directors proposes to the General Meeting to decide on the election of a new 13-member Board of Directors, as follows:

9.1. Apostolos- Evangelos Vakakis- Re-election

Apostolos Vakakis (born in 1954) is a second-generation entrepreneur with extensive experience in the retail sector. He studied business administration and financial management at the University of Warwick (United Kingdom).

Mr.Apostolos-Evangelos Vakakis has unique knowledge and experience in the field in which the Company operates. It contributes decisively to the Company's strategy. In addition, he meets all the criteria as per the approved Suitability Policy of the Company. Without any doubt, he has sufficient knowledge, skills, morals, reputation, he is distinguished for his integrity and objective judgment while he devotes sufficient time to perform his duties.

9.2. Konstantina Demiri, CEO- Re-election

Konstantina Demiri (born in 1958) has been the Company's CEO since 2016. Prior to her election, she was the financial director and financial controller of the Company since 2003. Her professional career and expertise are in accounting, financial reporting, and taxation, which are invaluable traits when affecting transactions for the Company. Prior to joining the Company, Konstantina Demiri worked for more than 20 years as a financial controller in one of the biggest supermarkets in Greece.

Mrs.Konstantina Demiri has been a member of the Board of Directors since 2016. She is responsible for the implementation of the Company's strategy. She has unique knowledge and experience in the field in which the Company operates. She also possesses the appropriate skills, ethics, reputation, she stands out for her integrity and objective judgment while she devotes sufficient time to perform her duties. Finally, to this day, she makes significant decisions that are aligned with the corporate values.

9.3. Polys Polycarpou, Executive Director- Re-election

From 2022, Polys Polycarpou is an Executive Director, in charge of Treasury and actively involved in formulating the Company's strategy. Polys is a finance and business analysis expert with 20 years of experience. During his career he was consistently ranked in internal polls of some of the top global institutional investors. Polys covered almost all sectors building an intangible trait for his passion to analyse strategy and appraise diverse investment opportunities. In 2012 he co-founded the first independent research provider in the Greek/Cypriot market. In the past he was a country analyst with Citi Investment Research (2005-2009), Vice President with Deutsche Bank Global Markets (2010-12), a Deputy Research Director with Alpha Finance and a member of the Equity Sales team at KAPPA Securities. He holds an MSc in International Securities and Investment Banking from ICMA (Henley Business School, 2003) and a Bachelor's with First Class Honors in Business Economics from Coventry University (2002). He is a graduate of the English School Nicosia Cyprus (1997).

Mr. Polys Polycarpou (born in 1978) meets all the criteria according to the approved Suitability Policy of the Company. He has sufficient knowledge, skills, morals, reputation, he is distinguished for his integrity and objective judgment while he devotes sufficient time to perform his duties. From 2022 up to date, he has made a decisive contribution to the Company's performance, serving the corporate values and the long-term interests of the Company.

9.4. Sofia Vakaki- Re-election

Sofia Vakaki (born in 1987) is a graduate of Accounting and Finance of the University of San Diego and earned her M.S. in Studies of Hospitality Industry at the University of New York. Sofia was employed with Grant Thornton International LTD and since 2012, she has been working at Jumbo at the Merchandising Department of the Company with responsibility for all the stores in Greece, Bulgaria, Romania Cyprus and of the online store. She also heads the Strategic Planning and Marketing Department.

Mrs. Sofia Vakaki meets all the criteria according to the approved Suitability Policy of the Company. She has sufficient knowledge, skills, morals, reputation; she is distinguished for her integrity and objective judgment while she devotes sufficient time to perform her duties. She has considerable experience of the retail sector and up to date she has contribute to the Company's performance.

9.5. Dimitrios Kerameus - Re-election

Dimitrios Kerameus (born in 1977) is a non-executive member of the Company's Board of Directors and its Vice-Chairman. He is a graduate of the Law School of the Ludwig-Maximilians University of Munich, Germany (2001), with postgraduate studies (LLM) at New York University, USA (2002) specializing in corporate and maritime law.

He has more than twenty years of professional experience. He worked for two years as an attorney at a law firm in New York, USA, in the commercial law department representing companies in mergers, acquisitions, joint ventures and financings, as well as in matters of supervision and compliance with the rules of the US Securities and Exchange Commission (SEC). He also worked for two years in a shipping company in Greece. Since 2008, he has been working as a managing partner of "Kerameus & Associates Law Firm". He focuses on the areas of commercial and corporate law, maritime law, mergers, acquisitions and joint ventures law, banking law, as well as privatizations, representing domestic and foreign companies in the negotiation of business transactions. He is a member of the Athens Bar Association since 2007 and a New York lawyer since 2002. He speaks fluent English, French and German. He is an independent, non-executive member of the board of directors of the listed company "GEKE S.A." and of its remuneration committee. He is also a board member of non-listed Greek companies.

Mr. Dimitrios Kerameus meets all the criteria according to the approved Suitability Policy of the Company. He has sufficient knowledge, skills, morals, reputation; he distinguishes for his integrity and objective judgment while he has

sufficient time to perform his duties. With his valuable knowledge and skills, since 2020 as a member of the Board of Directors, among others, he has contributed significantly to the overseeing the execution of the Company's strategic planning.

9.6. Nicolaos Velissariou - Re-election

Nikolas Velissariou (born in 1969) is a graduate of the Athens College (1988). Nikolas earned his BSc in Engineering & Management from the University of Manchester and MBA from the Manchester Business School. In 1996, he started his professional career as an investment advisor at Telesis AHEPEY until its acquisition by EFG Eurobank Ergasias, where he served as Senior Director and Director of the Customer Private Sector. Thereafter he co-founded VAL Advisors AEPEY, a real estate consulting company. He has sufficient knowledge in the retail sector, obtained by working more than 10 years as a retail network manager for Eurobank.

Mr. Nikolaos Velissariou meets all the criteria according to the approved Suitability Policy of the Company. He has sufficient knowledge, skills, morals, reputation, he is distinguished for his integrity and objective judgment while he has sufficient time to perform his duties. He has specialized knowledge about the audit process of financial statements and has contributed significantly to the overseeing the execution of the Company's strategic planning.

9.7. Evanthia Andrianou – Re-election (Independent, Non- Executive Member)

Evanthia Andrianou (born in 1970) is a graduate of the American College (Pierce) (1987). She earned a degree in Business Administration from the Athens University of Economics and Business (ASOEE) and holds an MBA from the Kellogg Graduate School of Management.

In 1992, she started her professional career as an auditor with PWC. Over 1998 to 2014 she worked as an Investment Banking executive at Telesis SA, at Accentis Corporate Finance and at EFG Telesis Finance, where she was Director of Investment Banking. Since 2014, she has been a fund manager in the field of Private Equity and one of the co-founders of the investment funds SouthBridge Europe Mezzanine, which invests in developing Greek companies. She holds a non-executive board position in companies in the portfolio of SouthBridge Europe Mezzanine and she is a founding member and shareholder of SouthBridge Advisors AEDOEE. She has gained knowledge in the retail sector by investing in retail companies.

Ms. Evanthia Andrianou meets all the criteria in accordance with the approved Suitability Policy of the Company. She has sufficient knowledge, skills, morals, reputation, she is distinguished for her integrity and objective judgement. She has significant knowledge and experience in the Company's field of activity and up to date, due to her participation in the Company's Audit Committee, she has contributed significantly to the work of said Committee. In addition, the absence of impediments or incompatibilities in accordance with the provisions of the Law, the applicable Corporate Governance Code and the Company Internal Operating Rules, is noted. Regarding her election as an independent Board member, it is stated that she meets the independence criteria stipulated by paragraphs 1 and 2 of article 9 of the Law 4706/2020 and is free from financial, business, family or other dependent relations, which could influence her decisions and her independent and objective judgment.

9.8. Fotios Tzigkos– Re-election (Independent, Non- Executive Member)

Fotis Tzigkos (born in 1959) is a graduate of the Athens University of Economics and Business, (1981). Following a solid career of more than five years as chief accounting and tax manager of a multinational corporation, in 1988 Fotis co-founded (TZIGKOS I BANTRAS Accounting and Tax Consulting S.A.). Fotis maintains primary responsibility for accounting and tax services in the retail, financial and shipping industries and he specializes in consulting both for private individuals and companies concerning tax legislation and compliance. He has sufficient knowledge in the retail sector, which he obtained by working as an accounting and tax consultant in many commercial public limited companies. He has extensive knowledge in auditing, by working as an auditor in public limited companies, which are

not subject to Part B article 2 sub-paragraph A1 of Law 4336/2015.

Mr. Fotis Tzigkos meets all the criteria in accordance with the approved Suitability Policy of the Company. He has sufficient knowledge, skills, morals, reputation, he is distinguished for his integrity and objective judgement. He has specialized knowledge about the auditing process of financial statements. In addition, the absence of impediments or incompatibilities in accordance with the provisions of the Law, the applicable Corporate Governance Code and the Company Internal Operating Rules, is noted. Regarding his election as an independent Board member, it is stated that he meets the independence criteria stipulated by paragraphs 1 and 2 of article 9 of the Law 4706/2020 and is free from financial, business, family or other dependent relations, which could influence his decisions and his independent and objective judgment.

9.9. Marios Lasanianos- Re-election (Independent, Non- Executive Member)

Marios Lasanianos (born in 1974) is a Certified Public Accountant and member of the Greek Institute of Certified Public Accountants. He also holds the title of Fellow Member ACCA (Association of Certified Chartered Accountants). He is a Certified Fraud Examiner, member of the Association of Certified Fraud Examiners and of the Hellenic ACFE.

During 1998 - 2018, he worked as an auditor and business consultant in Grant Thornton Greece where he reached the rank of Partner. During his career, he led numerous projects in internal and external audits in private and public entities. He also served as a business consultant in Transactional Advisory and Forensic Advisory services. Furthermore, he was as Grant Thornton Greece's representative to the Global Audit Quality Committee of Grant Thornton International with the purpose of establishing standards and processes for the enhancement of quality in audit.

During 2018 - 2021, he worked as a Director of Finance in reputable retail and wholesale companies. Since October 2022, he is the Director of Transaction Advisory Services at Baker Tilly Business Consulting SA, a member of the international network of Baker Tilly International. Finally, he is a member of the Audit Committee of the Company.

Mr. Marios Lasanianos meets all the criteria in accordance with the approved Suitability Policy of the Company. He has sufficient knowledge, skills, morals, reputation, he is distinguished for his integrity and objective judgement. He has specialized knowledge and up to date he has contributed significantly to the activity of the Company's Remuneration and Nominations Committee and of the Audit Committee. In addition, the absence of impediments or incompatibilities in accordance with the provisions of the Law, the applicable Corporate Governance Code and the Company Internal Operating Rules, is noted. Regarding his election as an independent Board member, it is stated that he meets the independence criteria stipulated by paragraphs 1 and 2 of article 9 of the Law 4706/2020 and is free from financial, business, family or other dependent relations, which could influence his decisions and his independent and objective judgment.

9.10. Savvas Kaouras- Re-election (Independent, Non- Executive Member)

Savvas Kaouras (born in 1978) is a has been a Certified Public Accountant, a member of Greece Certified Public Accountants. He earned his first degree in business administration and management and holds a Master's degree in Maritime Studies from the University of the Aegean. Over 2005 - 2014 he worked as an auditor and business consultant at Grant Thornton Greece and RSM Greece. During his career he was responsible for numerous projects in the field of tactics and taxation in private and public companies. Since 2014 he is the head of the financial department of a shipping group in Greece with a presence abroad.

Mr. Savvas Kaouras meets all the criteria in accordance with the approved Suitability Policy of the Company. He has sufficient knowledge, skills, morals, reputation, he is distinguished for his integrity and objective judgement. He has specialized knowledge in auditing and accounting and from his election as a member of the Board of Directors up to date, he has contributed significantly on the overview of the Company's strategy and its implementation. In addition, the absence of impediments or incompatibilities in accordance with the provisions of the Law, the applicable Corporate

Governance Code and the Company Internal Operating Rules, is noted. Regarding his election as an independent Board member, it is stated that he meets the independence criteria stipulated by paragraphs 1 and 2 of article 9 of the Law 4706/2020 and is free from financial, business, family or other dependent relations, which could influence his decisions and his independent and objective judgment.

9.11. Charalampos (Babis) Pandis-New Nomination (Independent, Non- Executive Member)

Charalampos (Babis) Pandis (born in 1967) is a vivid civil engineer with a strong track record in the construction, and real estate sectors in multiple European countries. He specializes in the development of assets, projects, and construction management in Greece since 1992, as well as in Romania, Poland, Czechia, Serbia, Croatia, Hungary, Bulgaria since 2005. He has structured local and cross-border transactions in multiple European countries.

Babis is an MIT alumnus (1992), earned his MRICS accreditation in 2013 and since 2022 he has been in the public register of Advanced Certified Persons for the Cyprus Securities and Exchange Commission. In 1990 he received his diploma of Civil Engineering from the National Technical University of Athens, ranking 1st in national examinations and graduating with honours. He has been a member of the Technical Chamber of Greece since 1990 and of the MIT Graduate Alumni Council since 2021.

He co-founded Bluehouse Group in 2005 and he is an Executive Director, primarily responsible for the development and asset management activities. Bluehouse is a real estate investment, development, and asset management company operating in Central-eastern and South-eastern Europe.

Mr. Charalampos (Babis) Pandis meets all the criteria in accordance with the approved Suitability Policy of the Company. He has sufficient knowledge, skills, morals, reputation, he is distinguished for his integrity and objective judgement. He has specialized knowledge in businesses and companies operating in the retail sector. In addition, the absence of impediments or incompatibilities in accordance with the provisions of the Law, the applicable Corporate Governance Code and the Company Internal Operating Rules, is noted. Regarding his election as an independent Board member, it is stated that he meets the independence criteria stipulated by paragraphs 1 and 2 of article 9 of the Law 4706/2020 and is free from financial, business, family or other dependent relations, which could influence his decisions and his independent and objective judgment.

9.12. Argyro Athanasiou -New Nomination (Independent, Non- Executive Member)

Hiro Athanassiou (born in 1960) in an American College of Greece alumni (Pierce & Deree), and has a MSc in Economics from London School of Economics.

She worked for Unilever for 32 years, holding various local, regional and global roles, in Marketing, Customer Development, and General Management, for product categories like Foods and Beverages, Ice Cream, Home Care and Personal Care. She worked in the Unilever Corporate Headquarters, as Executive Vice President and member of the Global Executive Board of Unilever Food Solutions. She was responsible for the operations in Central and South Americas, South and Eastern Europe, Russia, Turkey and Israel.

In 2013 she returned to Greece and became the CEO of Greece and Cyprus. In parallel she was a member of The European Leadership Team. While with Unilever, she served as a member of the SEV Board of Directors, the Board of Anglo-Dutch Association, as well as IOBE, EED, and other Trade Associations.

Hiro also she served as an Independent Non-Executive Director in the Board of Piraeus Bank, and TITAN Cement International SA. For Piraeus Bank, she was also member of the Candidates and Risk Committees, and for TITAN Chair of Candidates and Remuneration Committee and member of the Corporates Government Committee.

In 2018, and till 2022, she joined as an Independent Non-Executive Director the Board of The National Growth Fund - HCAP (Hellenic Corporation of Assets and Participations). She Chaired or was a member of several Board Committees, like the Corporate Governance Committee, the Candidates and Remuneration, Audit, Risk and Investment Committees.

She is currently an Independent and Non-Executive member of the ELTA and ELTA Courier Board of Directors and member of the respective Audit and Risk Committees.

She is also a Board member of Symbeeosis, a start up company for organic, natural products, sustainably sourced. She Chairs the Global Alumni Board of American College of Greece.

Mrs. Hiro Athanassiou meets all the criteria in accordance with the approved Suitability Policy of the Company. She has sufficient knowledge, skills, morals, reputation, he is distinguished for his integrity and objective judgement. She has specialized knowledge in the retail sector and in businesses. In addition, the absence of impediments or incompatibilities in accordance with the provisions of the Law, the applicable Corporate Governance Code and the Company Internal Operating Rules, is noted. Regarding her election as an independent Board member, it is stated that she meets the independence criteria stipulated by paragraphs 1 and 2 of article 9 of the Law 4706/2020 and is free from financial, business, family or other dependent relations, which could influence her decisions and her independent and objective judgment.

9.13. Efthymia Deli-New Nomination (Independent, Non- Executive Member)

Efi Deli has diverse experience in Banking, Financial Consulting and Hotel/Real Estate, spanning more than 25 years. She has held senior and executive positions, in financial institutions operating in Greece, such as National Bank, Egnatia Bank, Marfin Popular Bank, Hellenic Postbank and T-Bank, having also worked as senior business consultant for Andersen Consulting, both in Greece and abroad. Currently, she provides advisory services to the family office of a leading Greek Hotel & Leisure group.

During her professional career she has held Board-level positions in various corporations, like ICAP Rating Agency as Chairwoman of the Supervisory Board in line with ESMA governance, Attica Bank as non-executive member, T-Bank as executive member, and Greece's state-run Green Fund as non-executive member.

Since January 2021 she is the representative of the Hellenic Financial Stability Fund in the Board of Eurobank in Greece.

Efi was born in Athens in 1969, Greece and holds a BSc degree (with honors) in Statistics from the Athens University of Economics and Business, and an MSc in Management Information Systems from the London School of Economics.

Mrs. Efthymia Deli meets all the criteria in accordance with the approved Suitability Policy of the Company. She has sufficient knowledge, skills, morals, reputation, he is distinguished for his integrity and objective judgement. She has specialized knowledge in the retail sector and in businesses. In addition, the absence of impediments or incompatibilities in accordance with the provisions of the Law, the applicable Corporate Governance Code and the Company Internal Operating Rules, is noted. Regarding her election as an independent Board member, it is stated that she meets the independence criteria stipulated by paragraphs 1 and 2 of article 9 of the Law 4706/2020 and is free from financial, business, family or other dependent relations, which could influence her decisions and her independent and objective judgment.

9.1. Apostolos- Evangelos Vakakis

Following a vote taken in conformity with the law, the General Meeting elected Apostolos Evangelos Vakakis by a

majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

9.2. Konstantina Demiri

Following a vote taken in conformity with the law, the General Meeting elected Konstantina Demiri by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

9.3. Polys Polycarpou

Following a vote taken in conformity with the law, the General Meeting elected Polys Polycarpou by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

9.4. Sofia Vakaki

Following a vote taken in conformity with the law, the General Meeting elected Sofia Vakaki by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

9.5. Dimitrios Kerameus

Following a vote taken in conformity with the law, the General Meeting elected Dimitrios Kerameus by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

9.6. Nicolaos Velissariou

Following a vote taken in conformity with the law, the General Meeting elected Nicolaos Velissariou by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

9.7. Evanthia Andrianou – proposed as independent, non- executive Member

Following a vote taken in conformity with the law, the General Meeting elected Evanthia Andrianou by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented as independent, non- executive Member.

9.8. Fotios Tzigkos- proposed as independent, non- executive Member

Following a vote taken in conformity with the law, the General Meeting elected Fotios Tzigkos by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented as independent, non- executive Member.

9.9. Marios Lasanianos- proposed as independent, non- executive Member

Following a vote taken in conformity with the law, the General Meeting elected Marios Lasanianos by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented as independent, non- executive Member.

9.10. Savvas Kaouras- proposed as independent, non- executive Member

Following a vote taken in conformity with the law, the General Meeting elected Savvas Kaouras by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented as independent, non- executive Member.

9.11. Charalampos (Babis) Pandis, proposed as independent, non- executive Member

Following a vote taken in conformity with the law, the General Meeting elected Charalampos (Babis) Pandis by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

... % of the shares represented as independent, non- executive Member.

9.12. Argyro Athanasiou, proposed as independent, non- executive Member

Following a vote taken in conformity with the law, the General Meeting elected Argyro Athanasiou by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented as independent, non- executive Member.

9.13. Efthymia Deli, proposed as independent, non- executive Member

Following a vote taken in conformity with the law, the General Meeting elected Efthymia Deli by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented as independent, non- executive Member.

Item 10th: Appointment and Term of office of the members of the Audit Committee in accordance with article 44 of Law 4449/2017.

(Required quorum 1/5 of share capital and majority 50% + 1 votes represented)

The Board of Directors proposes to the General Meeting the following: According to article 44 of law 4449/2017, each public interest entity appoints an Audit Committee, which consists of at least three (3) members. Regarding the appointment, composition and term of office of the Audit Committee, the proposal of the Board of Directors to the General Assembly is to define them as follows:

- (1) The Audit Committee shall continue to be a committee of the Company's Board of Directors
- (2) The Audit Committee shall consist of three (3) independent non-executive members of the Board of Directors.
- (3) The term of office of the Audit Committee shall be two years and shall be associated to the term of the Board of Directors, extended until the first Ordinary General Meeting of the Company's shareholders, after the end of its term, not exceeding three years.

Following a vote taken in conformity with the law, the General Meeting decided the appointment of a three-member Audit Committee, whose term will be for two years and will be associated with the term of the BoD extended until the first Ordinary General Meeting of the Company's shareholders, after the end of its term, not exceeding three years, by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

Item 11th: Election of the Auditing Firm for audit of financial statements regarding the financial year from 01.01.2023 to 31.12.2023 and determination of the audit fees.

(Required quorum 1/5 of share capital and majority 50% + 1 votes represented)

The Board of Directors of the Company, by virtue of an unanimous decision and recommendation of the Audit Committee that proposes the statutory auditors who will be appointed for the regular audit of the financial statements and its implementation, proposes the following:

During the current financial year, which started on 01.01.2023 and will end on 31.12.2023, the auditing company "GRANT THORNTON STATUTORY AUDITORS - BUSINESS CONSULTANTS SA" with Registration Number SOEL: 127 to be appointed, which, within one month from its election, will appoint from its members, regular and alternate auditors, to audit the financial statements of the Company and to carry out the tax audit.

The abovementioned company is proposed on the one hand due to its multiannual experience and know-how in auditing the financial statements of listed companies, since it audits a comparatively higher number of listed companies on the Athens Exchange in Greece than other auditing firms due to its global experience and on the other hand as no

issues of independence arise in compliance with the effective legislation. For the financial year from 01.01.2023 to 31.12.2023 the following fees are proposed to be submitted to the aforementioned auditing firm in compliance with the relative effective legislation and in accordance to the fees of previous year: EUR 85.000 for statutory audit, and (b) EUR 36.000.

Following a vote taken in conformity with the law, the General Meeting selected the Auditing Firm "GRANT THORNTON'S CERTIFIED AUDITORS - BUSINESS CONSULTANTS SA", by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented for the financial year from 01.01.2023 to 31.12.2023 as well as its relevant fees.